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*CMU/Wills and*  
**ORIGINAL**

March 23, 1998

**VIA OVERNIGHT DELIVERY**

**RECEIVED**

Blanca S. Bayo  
Director, Division of Records & Reporting  
Florida Public Service Commission  
2540 Shumard Oak Blvd.  
Tallahassee, FL 32399-0850

**MAR 24 1998**

**CMU**

Re: **Notice of Termination of Agreement  
to Transfer Control of US WATS, Inc. to ACC Corp.  
Docket No. 971506-TI**

Dear Ms. Bayo:

On behalf of ACC Corp. ("ACC") and US WATS, Inc. ("US WATS") (collectively "the Parties"), this letter is to notify the Commission that the Parties have agreed to a mutual termination of the agreement and plan of merger whereby ACC was to acquire US WATS, a nondominant carrier authorized by the Commission to provide resold intrastate interexchange telecommunications services within the State of Florida. This Commission previously granted the Parties' application for approval of the proposed transaction, by Order issued in Docket No. 971506-TI. Recently, however, the Parties concluded that termination was necessary due to certain delays beyond the Parties' control that have made it impossible to conclude the merger prior to the March 31, 1998 termination date.

This letter is filed in connection with the above referenced docket. Please date stamp the enclosed extra copy of this filing and return it in the self-addressed envelope provided. Should you have any questions, please do not hesitate to contact us.

- ACK
- AFA
- APP
- GAF
- CMU
- CTR
- EAG
- LEG
- LIN
- OPC
- RCH
- SEC
- WAS
- DTM

Respectfully submitted,

*[Signature]*  
Russell M. Blau  
Grace R. Chiu

Their Counsel

cc: Kimberly Pena (PSC)  
Daniel J. Venuti, Esq. (ACC)  
Stephen Parker (US WATS)  
Dante V. [unclear]

**FILED**  
**PT SC-BUREAU OF RECORDS**

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WASHINGTON, D.C. 20007-5116

(202)424-7500 ■ WWW.SWIDLAW.COM ■ FACSIMILE (202)424-7647

DOCUMENT NO.  
03480278  
03/24/98

**ATTACHMENT "B"**

*Sandy*

*Withers*

ORDER NO. PSC-98-0280-POF-TI  
DOCKET NO. 971506-TI  
PAGE 2

control of US WATS to ACC. This transaction will be virtually transparent to the customers of ACC National and US WATS. Further, ACC National and US WATS will continue to provide services under their existing certificates and tariff filed with this Commission.

We determine that ACC and US WATS have met the requirements of Section 364.33, Florida Statutes. Accordingly, we find that the transfer is in the public interest, and we approve it pursuant to Section 364.33, Florida Statutes.


Based on the foregoing, it is,

ORDERED by the Florida Public Service Commission that the transfer of control of US WATS, Inc. d/b/a US WATS Enterprises, Inc. to ACC Corp. is hereby approved. It is further

ORDERED that the provisions of this Order, issued as proposed agency action, shall become final and effective unless an appropriate petition, in the form provided by Rule 25-22.036, Florida Administrative Code, is received by the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the close of business on the date set forth in the "Notice of Further Proceedings or Judicial Review" attached hereto. It is further

ORDERED that in the event this Order becomes final, this Docket shall be closed.

By ORDER of the Florida Public Service Commission, this 11th day of February, 1998.

  
\_\_\_\_\_  
March S. Baro, Director  
Division of Records and Reporting

( 8 8 8 8 )

END

ORDER NO. PSC-98-0280-POF-TI  
DOCKET NO. 971506-TI  
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**NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW**

The Florida Public Service Commission is required by Section 120.569(1), Florida Statutes, to notify parties of any administrative hearing or judicial review of Commission orders that is available under Sections 120.57 or 120.60, Florida Statutes, as well as the procedures and time limits that apply. This notice should not be construed to mean all requests for an administrative hearing or judicial review will be granted or result in the relief sought.

Mediation may be available on a case-by-case basis. If mediation is conducted, it does not affect a substantially interested person's right to a hearing.

The action proposed herein is preliminary in nature and will not become effective or final, except as provided by Rule 25-22.029, Florida Administrative Code. Any person whose substantial interests are affected by the action proposed by this order may file a petition for a formal proceeding, as provided by Rule 25-22.029(4), Florida Administrative Code, in the form provided by Rule 25-22.036(7)(a) and (f), Florida Administrative Code. This petition must be received by the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the close of business on March 6, 1998.

In the absence of such a petition, this order shall become effective on the day subsequent to the above date as provided by Rule 25-22.029(6), Florida Administrative Code.

Any objection or protest filed in this docket before the issuance date of this order is considered abandoned unless it satisfies the foregoing conditions and is received within the specified protest period.

If this order becomes final and effective on the date described above, any party substantially affected may request judicial review by the Florida Supreme Court in the case of an electric, gas or telephone utility or by the First District Court of Appeal in the case of a water or wastewater utility by filing a notice of appeal with the Director, Division of Records and Reporting and filing a copy of the notice of appeal and the filing fee with the appropriate court.

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This filing must be completed within thirty (30) days of the effective date of this order, pursuant to Rule 9.110, Florida Rules of Appellate Procedure. The notice of appeal must be in the form specified in Rule 9.900(a), Florida Rules of Appellate Procedure.

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Request for approval of transfer of control of US WATS, Inc. d/b/a US WATS Enterprises, Inc. (holder of IXC Cert. No. 2993) to ACC National Long Distance Corp. d/b/a ACC Long Distance.

DOCKET NO. 971506-TI  
ORDER NO. FSC-96-0200-FOF-TI  
ISSUED: February 13, 1998

The following Commissioners participated in the disposition of this matter:

JULIA L. JOHNSON, Chairman  
J. TERRY DEASON  
SUSAN F. CLARK  
JOE GARCIA  
E. LEON JACOBS, JR.

NOTICE OF PROPOSED AGENCY ACTION  
ORDER APPROVING TRANSFER OF CONTROL

BY THE COMMISSION:

NOTICE IS HEREBY GIVEN by the Florida Public Service Commission that the action discussed herein is preliminary in nature and will become final unless a person whose interests are substantially affected files a petition for a formal proceeding, pursuant to Rule 29-22.029, Florida Administrative Code.

Section 364.33, Florida Statutes, provides that a person may not acquire ownership or control of any telecommunications facility, or any extension thereof for the purpose of providing telecommunications services to the public, including the acquisition, transfer, or assignment of majority organizational control or controlling stock ownership, without prior approval from this Commission.

ACC Corp. (ACC) is the parent corporation of ACC National Long Distance Corp. d/b/a ACC Long Distance (ACC National), holder of Interchange Telecommunications (IXC) Certificate No. 4007.

By letter dated November 14, 1997, ACC Corp. (ACC) and US WATS, Inc. d/b/a US WATS Enterprises, Inc. (US WATS) filed with this Commission a joint petition for approval of transfer of

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FPSC-RECORDS/REPORTING

"A"  
ATTACHMENT

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**MAR 24 1998**

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Docket No. 971506-TI**

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Respectfully submitted,

  
Russell M. Blau  
Grace R. Chiu

Their Counsel

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- OPC
- RCH
- SEC
- WAS
- OTH

cc: Kimberly Pena (PSC)  
Daniel J. Venuti, Esq. (ACC)  
Stephen Parker (US WATS)  
Dana Fox

**FILED**  
F.L. CO. BUREAU OF RECORDS

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